



ROXY EXPORTS LIMITED

CIN: L51909PB1988PLC008009

MANAGEMENT: BOARD OF DIRECTORS

Mr. Subhash Chander Mittal (Managing Director)
Mr. Amit Mittal (Whole Time Director)
Mr. Rohit Mittal (Director & Chief Financial Officer)
Mrs. Shukla Mittal (Director)
Mr. Harpreet Malhi (Non- Executive Independent Director)
Mr. Vinod Jain (Non- Executive Independent Director)
Mr. Vivek Marwaha (Non- Executive Independent Director)

Auditors:

Raman Kumar Jain
M/s Anup Kumar Jain & Co. Chartered Accountants
(Regn. No. 005731N)
1st Floor, Atam Tower, Opp. USPC Jain Hospital
Sunder Nagar, Ludhiana- 141007.

Bankers:

Indian Overseas Bank, Ludhiana (Punjab)
State Bank of India, Ludhiana (Punjab)

Regd. and Corporate Office :

116 –C, Focal Point, Phase V, Ludhiana, Punjab

Compliance Officer:

Sh. Amit Mittal
116-C, Focal Point, Phase-V,
Ludhiana-141007

REGISTRAR & SHARE TRANSFER AGENT

Beetal Financial & Computer Services Private Limited
Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Complex,
Near Dada Harsukh Dass Mandir, New Delhi-110062
Phone: 011-29961281-283, Fax: 011-29961284,
E-Mail Id: beetalrta@gmail.com, beetal@beetalfinancial.com

26th Annual General Meeting

Date : 30th September, 2015
Day : Friday
Time : 11 .00 A.M.
Place : 116 C Focal Point Phase V, Ludhiana-141007, Punjab

**ROXY****EXPORTS LIMITED****CIN: L51909PB1988PLC008009****NOTICE**

Notice is hereby given that the 26TH Annual General Meeting (hereinafter called “AGM”) of the members of M/s Roxycycle Exports Limited will be held at Registered Office of the Company at 116 C Focal Point Phase V, Ludhiana on Wednesday, the 30th September, 2015, at 11.00 A.M to transact the following businesses:-

AS AN ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015 including the Audited Balance Sheet as at 31st March, 2015, statement of Profit and Loss for the year ended on that date together with the Reports of Auditors and the Board of Directors (the Board) thereon.
2. To appoint a Director in place of Sh. Subhash Chander Mittal (DIN 02739014) who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors of the company, and to fix their remuneration and to pass the following resolution as an Ordinary Resolution thereof:
“**Resolved that** pursuant to the provisions of Section(s) 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014 as amended from time to time including any statutory modification or re-enactment thereof and subject to such approvals as may be deemed necessary, appointment of M/s Anup Kumar Jain & Co. Chartered Accountants (Regn. No. 033478N) as a statutory auditors of the Company which was approved by shareholders for a period of five years from the conclusion of 25th Annual General Meeting held on 30th September, 2014 be and is hereby ratified at this 26th Annual General Meeting and they are, therefore, to continue to hold office from the conclusion of this Annual General Meeting upto the conclusion of 30th Annual General Meeting to be held in 2019 (subject to ratification of their appointment in every AGM) i.e. to conduct audit for the financial year 2015-2016 to 2018-2019 at such remuneration as may be fixed by the board of directors of the Company.”

SPECIAL BUSINESS

4. **TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), IF ANY, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**
“**Resolved that** pursuant to the provisions of Section(s) 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification or re-enactment thereof and subject to such approvals as may be deemed necessary, including the approval of the Central Government, approval of the Company be and is hereby

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accorded for the appointment of Sh. Amit Mittal (DIN No.01691317) as a Whole Time Director of the company for a period of Five years w.e.f. 1st October,2015 to 30th September, 2020 on a annual remuneration of Rs. 1,92,000/- (Rs. One Lacs Ninty Two Thousand only) including all the allowances and perquisites (which hereinafter referred as CTC i.e. cost to company) and other terms and conditions as set out in draft agreement prepared in that behalf and submitted to this meeting duly initialed by chairman of the meeting for the purpose of identification, detail of which are given in the explanatory statement annexed to this notice, with liberty to the Board of Directors (hereinafter referred to as “ the Board which term shall be deemed to include the Nomination and remuneration Committee of the Board) to alter or increase or vary the terms and conditions of the said appointment/remuneration and/or agreement in such form and manner or with such modifications as the board may deem fit or as may be prescribed by the Central Government while granting necessary approvals, if any, required in this regard and as may be acceptable to Sh. Amit Mittal (DIN No.01691317), without again referring the same to the General Meeting.

Resolved further that where in any financial year, the Company has no profits or its profits are inadequate during the tenure of proposed remuneration of Sh. Amit Mittal (DIN No.01691317), the remuneration aforesaid shall be the minimum remuneration provided that it does not exceed the limits as prescribed in Section II of Part II of Schedule V of the Companies Act, 2013.

Resolved further that the Board be and is hereby authorized to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolutions.”

5. TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), IF ANY, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“Resolved that pursuant to the provisions of Section(s) 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification or re-enactment thereof and subject to such approvals as may be deemed necessary, including the approval of the Central Government, approval of the Company be and is hereby accorded for the appointment of Sh. Subhash Chander Mittal (DIN No.02739014) as a Chairman and Managing Director of the company for a further period of Five years w.e.f. 1st September,2015 to 31st August, 2020 on a annual remuneration of Rs. 1,92,000/- (Rs. One Lacs Ninty Two Thousand only) including all the allowances and perquisites (which hereinafter referred as CTC i.e. cost to company) and other terms and conditions as set out in draft appointment letter prepared in that behalf and submitted to this meeting duly initialed by chairman of the meeting for the purpose of identification, detail of which are given in the explanatory statement annexed to this notice, with liberty to the Board

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of Directors (hereinafter referred to as “ the Board which term shall be deemed to include the Nomination and remuneration Committee of the Board) to alter or increase or vary the terms and conditions of the said appointment/remuneration and/or agreement in such form and manner or with such modifications as the board may deem fit or as may be prescribed by the Central Government while granting necessary approvals, if any required, in this regard and as may be acceptable to Sh. Subhash Chander Mittal, without again referring the same to the General Meeting.

Resolved further that where in any financial year, the Company has no profits or its profits are inadequate during the tenure of proposed remuneration of Sh. Subhash Chander Mittal, the remuneration aforesaid shall be the minimum remuneration provided that it does not exceed the limits as prescribed in Section II of Part II of Schedule V of the Companies Act, 2013.

Resolved further that the Board be and is hereby authorized to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolutions.”

6. TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), IF ANY, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“Resolved that pursuant to the provisions of Section(s) 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification or re-enactment thereof and subject to such approvals as may be deemed necessary, including the approval of the Central Government, approval of the Company be and is hereby accorded for the appointment of Mr. Rohit Mittal (DIN No.01691297) as a Chief Financial officer of the company for a period of Five years w.e.f. 1st September, 2015 to 31st August, 2020 on a annual remuneration of Rs. 1,92,000/- (Rs. One Lacs Ninty Two Thousand only) including all the allowances and perquisites (which hereinafter referred as CTC i.e. cost to company) and other terms and conditions as set out in draft appointment letter prepared in that behalf and submitted to this meeting duly initialed by chairman of the meeting for the purpose of identification , detail of which are given in the explanatory statement annexed to this notice, with liberty to the Board of Directors (hereinafter referred to as “ the Board which term shall be deemed to include the Nomination and remuneration Committee of the Board) to alter or increase or vary the terms and conditions of the said appointment/remuneration and/or agreement in such form and manner or with such modifications as the board may deem fit or as may be prescribed by the Central Government while granting necessary approvals, if any, required in this regard and as may be acceptable to Mr. Rohit Mittal without again referring the same to the General Meeting.

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Resolved further that where in any financial year, the Company has no profits or its profits are inadequate during the tenure of proposed remuneration of Mr. Rohit Mittal, the remuneration aforesaid shall be the minimum remuneration provided that it does not exceed the limits as prescribed in Section II of Part II of Schedule V of the Companies Act, 2013.

Resolved further that the Board be and is hereby authorized to do all such acts, deeds and things and to execute all such documents, instruments and writings as any be required to give effect to the aforesaid resolutions.”

7. TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), IF ANY, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“RESOLVED that pursuant to the provisions of section 149,152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time including any statutory modification or re-enactment thereof and subject to such approvals as may be deemed necessary, Mrs. Shukla Mittal (DIN No.00798470), who was appointed as an Additional Director on the Board of Directors of the Company in terms of Section 161(1) of the Companies Act, 2013 (‘the Act’) on 27th August, 2015 and whose term of office expires at the ensuing Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice in writing along with a deposit of Rs. 1,00,000/- in terms of Section 160 of the Act from a Member proposing her candidature for the office of Director be and is hereby appointed, as a director of the company whose period of office is liable to determination by retirement of directors by rotation.”

8. TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), IF ANY, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“**Resolved that** pursuant to the provisions of Section 186 and any other applicable provisions of the Companies Act, 2013 (the ‘Act’) and Rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and subject to such approvals, consents, sanctions and permissions, as may be necessary, and subject to applicable provisions of Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to make/give, from time to time, any loan(s)/advance(s)/deposit(s)/investment(s) in shares, debentures and/or other securities and to give,



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on behalf of the Company, any guarantee and/or provide any security in connection with any loan or loans made by any other person to, or to any other person by, any other person(s)/Companies, Body Corporate (s) including loan, guarantee or security already given or provided which may individually or in aggregate exceed the limits prescribed i.e. over and above 60% of the Company's paid up share capital, security premium account and free reserves or 100% of the Company's free reserves and security premium account, whichever is more, but shall be subject to the aggregate limit of Rs. 500.00 Lacs.

Resolved further that the aforesaid loan(s)/advance(s)/deposit(s)/investment(s) will be made by the Company out of internal resources or borrowing or in such manner and in such proportion as the Board may think appropriate provided that in case of loans, the interest rate shall not be lower than the prevailing yield of 1 year, 3 year, 5 year or ten year Government security close to the tenure of loan.

Resolved further that the Board of directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments including to determine the actual sums to be involved in the proposed transactions and the terms and conditions related thereto and all other matters arising out of or incidental to the proposed transactions and for these matter(s) to execute such documents, deeds, writings, papers, and/or agreements as may be required, on behalf of the company and generally to do all such acts, deeds, matters and things, that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to said resolutions.”

9. TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), IF ANY, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“**Resolved that** pursuant to the provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 (the ‘Act’) and Rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and subject to such approvals, consents, sanctions and permissions, as may be necessary, and subject to applicable provisions of Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded for ratification/approval of the related party transactions entered into by the company with related parties as set out in the Form AOC-2 annexed to the Board's report and further consent of the members of the Company be and is hereby also accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to enter into any contracts and/or



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agreements with related parties as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing off, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such related party to any office or place of profit in the company or its subsidiary or associates company or any other transaction of whatever nature with related parties, whether the detail of which is set out in the explanatory statement annexed to the notice convening this meeting, or not subject to ratification by members in general meeting later.”

Resolved further that the Board of directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto including to determine the actual sums to be involved in the proposed transactions and the terms and conditions related thereto and all other matters arising out of or incidental to the proposed transactions and for these matter(s) to execute such documents, deeds, writings, papers, and/or agreements as may be required, on behalf of the company and generally to do all such acts, deeds, matters and things, that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to said resolutions.”

10. TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“Resolved that pursuant to the provisions of Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 (the ‘Act’) and Rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and subject to such approvals, consents, sanctions and permissions, as may be necessary, and subject to applicable provisions of Articles of Association of the Company and all other provisions of applicable laws, the consent of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) of the Company to hive off, sell, lease, mortgage and/or create security/ charge on all or any of the immovable and movable properties/assets/undertakings of the company where so ever situated, present or future and whole of the undertaking of the company together with the power to take over the management of the business and concern of the company on certain events where such power is contained in the documents creating the mortgage/charge or otherwise in favour of such financial institutions and/or Banks for financial assistance sanctioned or to be sanctioned from time to time to the company as the Board may deem fit to secure the payment of the said money(s) or to secure the guarantee(s) proposed to be executed, for an amount not exceeding Rs. 15.00 Crores (Rs. Fifteen Crores only) together with commitment charges,

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costs, charges, expenses and other monies payable by the company to the institution and/or banks under its/their loan and/or guarantee agreement to be entered into by the company.”

Resolved further that the Board of directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto including to determine the actual sums to be involved in the proposed transactions and the terms and conditions related thereto and all other matters arising out of or incidental to the proposed transactions and for these matter(s) to execute such documents, deeds, writings, papers, and/or agreements as may be required, on behalf of the company and generally to do all such acts, deeds, matters and things, that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to said resolutions.”

11. TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“**Resolved that** pursuant to the provisions of Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 (the ‘Act’) and Rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and subject to such approvals, consents, sanctions and permissions, as may be necessary, and subject to applicable provisions of Articles of Association of the Company and all other provisions of applicable laws, the consent of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) of the Company to borrow from time to time such sum or sums of money as they may deem necessary for the purpose of the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from cash credit arrangement, discounting of bills and other temporary loans obtained from company’s bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose provided that the total amount up to which monies may be borrowed by the Board of Directors and which shall remain outstanding at any given point of time shall not exceed the sum of Rs. 15,00,00,000/- (Rupees Fifteen Crores only).

Resolved further that the Board of directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto including to determine the actual sums to be involved in the proposed transactions and the terms and conditions related thereto and all other matters arising out of or incidental to the proposed

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transactions and for these matter(s) to execute such documents, deeds, writings, papers, and/or agreements as may be required, on behalf of the company and generally to do all such acts, deeds, matters and things, that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to said resolutions.”

12. TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), IF ANY, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“**Resolved that** pursuant to the provisions of Section(s) 204 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification or re-enactment thereof and subject to such approvals as may be deemed necessary, Sh. Anil Jindal of M/s Anil Jindal & Associates, Company Secretaries (C.P. No. 2918), from whom consent has been received to act as secretarial auditor of the company be and is hereby appointed as a Secretarial auditors of the Company to conduct Secretarial audit for the financial year 2015-2016 and further to sign Annual return on prescribed format.”

By the order of Board of Directors

Dated: 1st September, 2015

For Roxy Exports Limited

Place: Ludhiana

Sd/-

Sd/-

Subhash Chander Mittal

Amit Mittal

DIN:02739014
(Managing Director)

DIN:01691317
(Whole Time Director)

**ROXY****EXPORTS LIMITED****CIN: L51909PB1988PLC008009****NOTES:****1. Proxy:**

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF AGM.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

A PROXY FORM IS ENCLOSED HERewith. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.

3. Statement to be annexed under section 102 of the Companies Act, 2013:

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of item no. 4 to 12 of Special Business is annexed hereto and forms part of this Notice.

4. Book Closure

The Register of Members and Share Transfer Books of the Company shall remain closed from 22.09.2015 to 25.09.2015 (both days inclusive).

5.Share Transfer Agent

Members are informed that as per SEBI directive the Company has entered into an agreement with M/s Beetal Financial & Computer Services Pvt. Ltd., to act as Share Transfer Agent of the Company for all matters connected with transfers and transmission of shares and also dematerialization of Shares and other related functions etc.

Any correspondence relating to shares can be made to the Share Transfer Agent:

Beetal Financial & Computer Services Private Limited,